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CONSTITUTION AND RULES

- of -

THE CO-OPERATIVE FEDERATION OF
AUSTRALIA (INC).

This is the paper writing marked "B" referred
to in the Affidavit of WILLIAM WHINNERAH
RAWLINSON and sworn before me this *24th*
day of *June* 1971.

Richard F.
.....
A Justice of the Peace

CONSTITUTION AND RULES

-of-

THE CO-OPERATIVE FEDERATION OF AUSTRALIA (INC).

1. The name of the Association is "The Co-Operative Federation of Australia (Inc)." (hereinafter referred to as "the Federation").

OBJECTS

2. The Objects of the Federation shall be :-

- (a) To provide a Federal Association for all types of Co-operatives throughout Australia.
- (b) To promote the development of co-operative enterprise in all forms in Australia by giving counsel and providing regular opportunities for mutual discussion of co-operative ambitions and problems.
- (c) To advance the claims of co-operative enterprise for adequate, and where necessary, protective legislation and to foster among Government and Commercial administrative authorities an intelligent understanding of Co-operative aims and principles.
- (d) To foster unity within the Co-operative movement within Australia.
- (e) To compile reliable statistics of co-operative activity in Australia regarding membership, business turnover, resources, co-operative distribution, and any other details indicating its strength and progress.
- (f) To maintain friendly liaison with International Co-operative Organisation and to exchange information of mutual advantage in aiding the extension of co-operation.
- (g) To foster an understanding of the International Co-operative Movement and for this purpose to represent the Australian Co-operative Movement in the International Co-operative Alliance and to lend the Federation's support to any other international body whose aims are consistent with Co-operative philosophy and practice.
- (h) To support efforts made by co-operative organisations to participate in the benefit of any measures adopted by the State and Commonwealth Government in pursuance of policies to decentralise manufactures and develop distribution of consumer goods to encourage rural industry, and assist agricultural producers in co-operative marketing and processing, the construction of adequate housing and the provision of credit and general facilities.

Alliance

principles

- (i) To encourage the formation and foster the development of a State Federation in each State for the purpose of promoting friendly relations between existing co-operatives, encouraging the formation of new units on sound lines and co-operative principals, giving aid to the Co-operative Movement with advice and information, and generally to act as a centre of unity to register co-operative strength and progress.
- (j) To borrow any moneys required for the purpose of the Federation upon such terms and securities as may be determined.
- (k) and to do all other things which in the opinion of the members and the Council are considered to be incidental or conducive to the expansion and consolidation of the Co-operative Movement at home and abroad, or to the interests of the Federation and its members or to the attainment of the above objects or any of them.

3. The Income and property of the Federation shall be vested in the Federation and shall be applied solely for the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members. PROVIDED THAT remuneration may be paid in good faith to officers and servants of the Federation or other persons or members of the Federation in return for services actually rendered to the Federation.

MEMBERSHIP

4. The Membership of the Federation shall be on a voluntary basis and the members of the Federation shall consist of the following :

- (a) Full Members
- (b) Associate Members eligible for representation on Council
- (c) Other Associate Members.

Council

5. The following shall be eligible for membership as full members of the Federation:

State Co-operative Federations where formed in Australia.

6. The following may be admitted as Associate Members:

- (a) Individual Co-operatives in States where no Co-operative Federation exists. Such Co-operatives should be incorporated under an appropriate Act of Parliament preferably but not exclusively under a Co-operative Act and whose Rules are considered consistent with recognised Co-operative principles.
- (b) Without aiming to weaken the support of Central State Federations individual Co-operatives registered under an appropriate Act of Parliament and preferably under a Co-operative Act and whose Rules are considered consistent with Co-operative principles.
- (c) (Again without aiming to weaken the support of Central State Federations) Associations or Unions

How could
they be
unincorporated?

or Groups of Co-operatives within one particular sector of the Co-operative movement whether incorporated or unincorporated.

- (d) Any other body whose declared aims and objectives are considered to be consistent with Co-operative principles and practices but whose aims are not primarily or predominately tied to a particular religious or political group.

7. Register of Members

The Secretary shall keep a register of members in which shall appear the name and address of each member.

THE COUNCIL

8. The continuing administration of the Federation shall be vested in the Council which shall be representative of its financial membership and shall consist of not more than two Councillors from each State. The Council may vary this basis of appointment from time to time.

9. At all Council Meetings, the Secretary shall be advised by the appropriate authority, in advance of each meeting, the name of its delegate or delegates. Excepting on matters of major co-operative practice or policy, or the amendment of this Constitution, each State shall be entitled to two votes on all matters on which a poll must be taken. A major matter of Co-operative practice or policy shall be one determined by the unanimous opinion of at least three States and shall not be approved unless a majority of States, in membership with the Federation, shall be in favour.

10. Councillors shall be elected for periods of three years. Casual vacancies shall be filled by the Council after consultation with the respective State member/s. The occupant of such a vacancy shall hold office until such time as the next election is held. The Council shall elect from its members a President, Vice President, and one Executive Member.

11. Council Meetings of the Federation shall be held from time to time as determined by Council but shall be at intervals of not more than two years. The business of such meetings shall be in conformity with the objects and the current needs and problems of the Co-operative Movement at home and abroad. As far as is practicable all actions taken by the Council will be co-ordinated with Central State Federations. A regular News Bulletin including reports of Federation activities will be circulated to all members.

Where possible, at least one month before each Council Meeting, the Secretary shall write to all members requesting appropriate items for inclusion in the Agenda.



Where possible Council Meetings may be held to co-incide with the Annual Conference of State Federations.

12. The Council shall determine from time to time the proportions of costs which the Federation shall contribute towards the expenses of elected representatives attending any Council Meetings, having due regard to the appropriation of its funds.

13. The President, or in his absence the Vice President, shall determine the interpretation of any clauses of this Constitution. On all matters before the Council the President shall have the right to exercise a substantive and casting

* Add here :-

3. (Sec 248D Corporations Act 2002)

A Council meeting may be called or held using any technology consented to by all Councillors. A councillor may only withdraw their consent within a reasonable period before the meeting.

vote if necessary to determine an issue.

14. A quorum at a Council Meeting shall consist of Councillors from at least three States. If no quorum be present within half an hour after the time specified by the Secretary's notice calling the meeting then those present (providing they be representative of more than one State) shall discuss the matters before the meeting and the Secretary shall subsequently circulate their findings or recommendations to be confirmed by a majority of States in reply in writing to the Secretary. These discussions will then have the same power as if they had been passed at a properly constituted Council Meeting. Such decisions will be recorded by the Secretary for Council confirmation at the next Council Meeting.

15. Where the Executive considers expedient, a poll of Councillors opinions on specific items may be carried out by mail or telephone. The results of such polls shall have the same application as if they had been made at a Council Meeting. Such decisions shall be minuted and shall be submitted for confirmation to the next meeting of the Council.

16. Where a Councillor is unable to attend a Council Meeting, a proxy may be appointed by the organisation he or she represents to attend and vote at that particular meeting. Such proxy shall be a member or officer of a Co-operative organisation.

EXECUTIVE

17. Between the meetings of the Council, the President, Vice President and Executive Member shall act as an Executive and be empowered to act on behalf of the Federation. Such action shall be nominated, circulated to all Councillors and be confirmed at the next meeting of the Council.

SECRETARIAT

18. To help to effectively carry out its objects and operation the Council shall establish a Secretariat. The Secretary of the Federation shall have the oversight of the Federation and shall be answerable to the Council in carrying out all duties normally assigned to such a position. Without limiting their generality these duties shall include the taking and prompt circulation of all Minutes, the carrying out of the decisions of the Council, the safe custody, receipting, banking, withdrawal and payment of monies, the keeping of the books of accounts, the security of all investments, and the preparation for Councillors of a quarterly financial review of the Federation's affairs. The Council shall from time to time determine the Secretary's remuneration.

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19. The Secretary of the Federation shall be bonded to an amount of not less than \$2000 as shall be decided by the Council from time to time.

FINANCIAL YEAR

20. The financial year of the Federation shall commence on the 1st day of July each year.

NON-PROFIT BODY

21. The Federation shall not be carried on for the purpose of profit or gain to any of its members and shall be prohibited from making any distribution, whether in property, money or otherwise, to any of its members but this shall

not apply to the reimbursement to any members of legitimate and necessary out of pocket expenses incurred by that member in the conduct of the business of the Federation.

AUDITOR

22. The Council shall from time to time appoint an auditor and shall fix the remuneration thereof.

23. The Secretary shall immediately at the close of each year, promptly deliver the books of accounts to the Federation's auditor and shall circulate a copy of the audited accounts to all Councillors within a fortnight of the completion of such audit.

BANK ACCOUNT

24. The Bank Account of the Federation shall be kept at a Bank determined from time to time by the Council. All withdrawals from this account shall be by cheque, the signatories for which shall be specified by the Council from time to time.

25. The Council shall have authority to invest the surplus funds of the Federation in approved securities and the receipts for such investments shall be lodged with the Federation's Bank for safe keeping.

TRUSTEES

26. The Council shall appoint (2) Trustees who shall, under the direction of the Council control the finances of the Federation in the manner set down by the Council. The trustees shall be empowered to act in the name of and on behalf of the Federation in the investment of its funds in any body as directed by the Council. The trustees shall hold office at the pleasure of the Council. A trustee may resign by notice in writing to the Secretary.

MEMBERSHIP FEES AND CONTRIBUTIONS

27. Annual Membership Fees and other contributions for the maintenance of the Federation shall be as prescribed from time to time by the elected Council of the Federation.

LIABILITY OF MEMBERS

28. The liability of members is limited to the value of the assets of the Federation.

GRANTS AND SCHOLARSHIPS

29. This Federation may establish Grants, Scholarships etc. to be used for the promotion of Co-operation, from time to time, out of monetary gifts, grants, and bequests it may receive. The Council shall consider each case and shall determine the conditions on which all such gifts and contributions shall be accepted and the conditions to be imposed on those selected to benefit from same.

COMMON SEAL

30. The Council shall provide a Common Seal for the Federation and shall provide for the custody thereof. The Seal shall not be used or affixed to any document except by the authority of the Executive and every document to which such Seal is affixed shall be countersigned by one member of the Executive and the Secretary.

ALTERATION TO CONSTITUTION

31. Any alteration of this Constitution shall be made only after Council has approved the proposal in accordance with Clause (9) and the matter has been confirmed by the members of a majority of the States in membership. Any such amendment shall be subject to any Ministerial approval required under the Associations Incorporation Act 1895 and amendments. 1987

GENERAL

32. No member shall be entitled to claim on the assets of the Federation.

33. No member shall be entitled to take any action or proceedings whatsoever for damages by way of injunction against the Federation or any officer of the Federation and or against the Executive or any member of the Executive for any matter act or thing done or purporting to be under any of these Rules or under any by-laws, notwithstanding that any such act matter or thing was done in contravention of the Rules or by-laws, the intention being that on all such matters the Executive subject to the control of the Association in general meeting shall be the sole tribunal to decide all such matters, and if any such action or proceeding be brought this Rule may be pleaded as an absolute bar.

34. The Executive, the Secretary, the Auditor, the Trustees and other officers and each and every one of them and their executors and administrators estates and effects shall be indemnified and kept harmless out of the assets and profits of the Federation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators estates or effects shall or may incur or sustain by or by reason of any act done concurred in or omitted in or about their duties or supposed duties in their respective offices, except such, if any, as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the act, receipts, neglects or defaults of the other or others of them or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Executive for or on behalf of the Association or insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the insolvency or tortious act of any person with whom any moneys, securities or effects may be deposited, or from any loss or damage occasioned by an error of judgment or oversight on his part or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his dishonesty.

DISSOLUTION

35. The dissolution of the Federation may be determined by a majority of members present at a meeting called for that purpose. In the event of dissolution the debts of the Federation shall first be paid and all other engagements fulfilled. The balance of the Federation's funds, after all liabilities have been discharged, shall then be distributed as determined by

As a grant scholarship or bursary for research work on some aspect of Co-operative activity to be administered by any one or more of the following :-

- Geneva

I STANISLAUS ARTHUR NANKIVELL the Solicitor engaged in the Incorporation under the Associations Incorporation Act 1895 and Amendments of The Co-operative Federation of Australia (Inc.) HEREBY CERTIFY that the foregoing is a true and correct copy of the Constitution and Rules of the said Association.

Solicitor a member of the firm
of Messrs. Parker & Parker
Solicitors Henry Parker House
164 Saint George's Terrace
Forth.